

ALLEN & OVERY LLP

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*Counsel for Morneau Shepell Ltd.,
in its capacity as administrator of the
Sears Canada Inc. Registered Pension Plan*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

NOTICE OF APPEARANCE AND DEMAND FOR NOTICES AND PAPERS

PLEASE TAKE NOTICE that Laura R. Hall of Allen & Overy LLP hereby appears in the above-captioned case pursuant to Rule 9010(b) of the Federal Rules of Bankruptcy Procedure as counsel to Morneau Shepell Ltd., in its capacity as administrator of the Sears Canada Inc. Registered Pension Plan (the “Plan Administrator”) and demand, pursuant to Bankruptcy Rules 2002, 9007, and 9010 and sections 102(1), 342, and 1109(b) of chapter 11, title 11 of the United States Code, that all notices given or required to be given in this case and all papers served or required to be served in this case be given to and served upon the undersigned at the following office address, telephone number and e-mail address:

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PLEASE TAKE FURTHER NOTICE that, pursuant to Section 1109(b) of the Bankruptcy Code, the foregoing demand includes not only the notices and papers referred to in the rules specified above, but also includes, without limitation, any notice, application, complaint, demand, motion, petition, plan of reorganization, disclosure statement, pleading or request, whether formal or informal, written or oral, and whether transmitted or conveyed by mail, delivery, telephone, telegraph, telex, facsimile, or otherwise filed or made in or with regard to the above-referenced case and any adversary proceedings or contested matters therein.

PLEASE TAKE FURTHER NOTICE that neither this Notice of Appearance and Demand for Notices and Papers nor any subsequent appearance, pleading, proof of claim, or other writing or conduct shall constitute a waiver of the Plan Administrator's (1) rights to have final orders in noncore matters entered only after *de novo* review by a United States District Court; (2) rights to trial by jury in any proceeding so triable in this case or any case, controversy, or proceedings related to this case; (3) rights to have the United States District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal; or (4) other rights, claims, actions, defenses, setoffs, recoupments, or other matters under any agreement, whether in law or equity, including the right to contend that jurisdiction or venue in this Court is improper

or inappropriate.

Dated: April 16, 2019
New York, New York

ALLEN & OVERY LLP

By: /s/ Laura R. Hall
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